

Union Tank Car Company

RECORDATION NO. 5781 Filed 1425



JUN 11 1980 - 9 22 AM

90 Half Day Road
Lincolnshire, Illinois 60015

A Subsidiary of
INTERSTATE COMMERCE COMMISSION Trans Union Corporation

Direct Tel. No.:

June 4, 1980

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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INTERSTATE COMMERCE COMMISSION

No. JUN 11 1980
Date JUN 11 1980
Fee \$ 20.00
ICC Washington, D. C.

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Ninth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated May 9, 1980, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and United States Trust Company of New York, 45 Wall Street, New York, New York 10005 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 1, 1970, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 4 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 19 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of July 1, 1970, which was recorded with your office on July 15, 1970, and assigned recordation number 5781. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By

RECORDATION NO. 5781-~~4~~² Filed 1425

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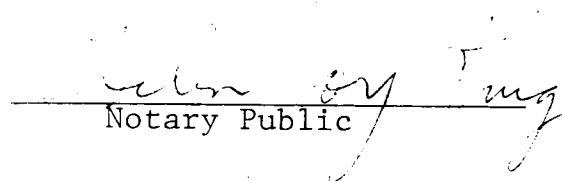
STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Ninth Supplemental Equipment Trust Agreement dated the 9th day of May, 1980, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4th day of June, 1980.



Notary Public

My Commission Expires July 10, 1980

THIS NINTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated May 9 , 1980, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of July 1, 1970 (the "Trust Agreement"), providing for an issue of its 9-7/8% Equipment Trust Certificates due July 1, 1990 (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Ninth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Ninth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

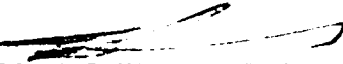
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Ninth Supplemental Equipment Trust Agreement executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Ninth Supplemental Equipment Trust Agreement be duly executed by their respective officers thereunto duly

authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

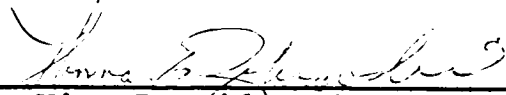
UNION TANK CAR COMPANY

By 
Vice President

Attest:


Assistant Secretary

UNITED STATES TRUST COMPANY
OF NEW YORK

By 
Ass^t Vice President

Attest:

Louis P Young
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the Ninth day of May, 19 80, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Road, Lincolnshire, Illinois 60015; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

My Commission Expires Nov 14, 1981

Kathleen L. McGowan
Notary Public

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On the 14 day of May, 19 80, before me personally came Thomas D. Donszewski, to me known, who, being by me duly sworn, did depose and say that he resides at BROOKLYN New York; that he is a Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Christine C. Collins
Notary Public

CHRISTINE C. COLLINS
Notary Public, State of New York
No. 31-4624735
Qualified in New York County
Certificate filed in New York County
Commission Expires March 30, 1982

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
4	TL	20,000	UTLX 11029-11032